

# Tribute to Professor Harry G. Henn

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## A TRIBUTE TO PROFESSOR HARRY G. HENN

Professor Henn joined the Law School faculty in 1953 at the invitation of his mentor, Robert S. Stevens. Ten years earlier he had graduated first in his class from the Law School and become associated with the New York firm of Whitman & Ransom. These years of corporate practice had a significant impact on his teaching as well as his legal writing.

His major writing began twenty-five years ago with the publication of *Henn's Handbook of the Law of Corporations and Other Business Enterprises*. As recalled in its introduction, this popular hornbook sprang from necessity. *Stevens on Corporations* was a fine one-volume treatise on corporations, but it did not purport to cover taxation, securities regulations, or antitrust matters. Nor did it deal with partnerships and other noncorporate business enterprises. Needing coverage of these areas for his courses, Professor Henn began supplementing *Stevens* with outside reading assignments. Stimulated by a course outline prepared by his students in 1957, he began preparation of his own one-volume treatise. The first edition of the hornbook was completed in 1961. Now in its third edition, which was published in 1983, *Henn on Corporations* has become the standard in the field.

From its inception, the hornbook was intentionally oriented toward practice. The preface to the first edition contained an express statement of this goal:

Since this handbook was written to prepare law students for corporate and related practice, it should, to the extent that it has achieved that purpose, be a helpful handbook for practitioners.

The hornbook, with its now 5769 footnotes, is a remarkable collection of material. As Orvil Sebring, former ABA President and then senior partner in Morgan, Lewis & Bockius, remarked to our class in 1970, “[i]f you know all that is in that book, there is very little that I can add.” Particularly in view of the complexity of many corporate fields, it is doubtful that anyone will ever again have the skill and perseverance to assimilate seemingly endless material and digest it into an understandable one-volume treatise.

Casebooks followed the hornbook. Stevens and Henn, *Statutes, Cases and Materials on the Law of Corporations and Other Business Enterprises* was published in 1965. A successor to previous editions by Dean Stevens, it was again an effort to facilitate the teaching of corporations with emphasis on “practice projects.” A corollary volume, *Agency, Partnership and Other Unincorporated Business Enterprises*,

was published in 1972. Both were accompanied by comprehensive teachers' manuals. A successor casebook on corporations was published in 1973 and was later supplemented with statutory materials. The second edition to the *Agency, Partnership Casebook* was completed in 1985.

Professor Henn taught a lecture course for many years dealing with business enterprises. The course emphasized corporations with some treatment of partnerships and other business forms. This originally was a six hour course, but with increased specialization within the curriculum, it evolved into a three hour course. He taught other lecture courses as needed, including creditors' rights and business taxation, but corporations was his preferred course.

He was at his best with the problem course. The format of a small, seminar-like class with numerous practitioners as guest lecturers lent itself to his style. As a seasoned lawyer with broad experience when he began teaching at the Law School, his style was organized and informative. The courses were exhaustively planned and arranged, including a steady diet of papers and, in some years, a nearly equal diet of camaraderie.

In addition to his interests in corporations, Professor Henn has been intimately involved with copyright law. He has regularly taught a problem course entitled "Copyrights, Trademarks and Patents." He has long been involved with the Copyright Society of the United States, serving as its president from 1961-1963. His teaching and research resulted in another well-received one-volume work, the *Copyright Primer*, published in 1979. In fact, more of his law review articles have been on copyright topics than on corporations.

Although many of his writings were motivated primarily by his experiences as a teacher, Professor Henn's years of corporate practice lured him into research and writing intended for the practitioner. For over twenty years he has prepared commentaries and checklists for *McKinney's New York Business Corporation Law*. I have assisted him with this effort for the past ten years. We recently assumed responsibility for the digest of annual legislative and judicial changes that had previously been prepared for *McKinney's* by Professor Hornstein.

My first opportunity to work with Professor Henn was a law review article that appeared in the July 1971 edition of the *Cornell Law Review* entitled *Effect of Corporate Dissolution on Products Liability Claims*. The article arose from research we did for a client who anticipated the increased exposure that manufacturers would face. Unfortunately, we concluded that he probably could not use this way out. In 1977, Professor Henn was approached by the Bureau of National

Affairs to prepare a portfolio entitled *The New York Corporation: Legal Aspects of Organization and Operation* for their corporate practice series. I had the privilege of assisting him in this practitioner's guide to incorporation in New York.

The Law School has had over the years a modest allowance for research assistance. This has been positive for those of us who, forced to choose, opted for the chance to write rather than be paid. It gave me the opportunity to work with a tireless author and excellent lawyer on a number of projects. I am very grateful for the opportunity and our resulting friendship.

One might expect that at 66, Professor Henn will be slowing down this almost steady stream of books and articles. When we talked last week, however, he was in the process of submitting a supplement to the third edition of the hornbook and completing a new edition to his casebook. What lies ahead? I would expect a second edition to the *Copyright Primer*, and if Florida's soothing climate provides more incentive than summers in Nantucket, possibly a fourth edition of the hornbook.

I did not intend to analyze Professor Henn's writings or describe in detail his contributions to the law of corporations. I wanted to remind you of a career that we were fortunate enough to have unfold at Cornell and to thank him for what he has done. I feel confident in saying that his primary goal of training young lawyers for practice has been achieved.

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